

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

TOWN NORTH BANK, N.A., §
§
Plaintiff, §
§
v. §
§
SHAY FINANCIAL SERVICES, INC., §
UBS FINANCIAL SERVICES, INC., §
MORGAN STANLEY & CO., LLC, §
MERRILL LYNCH & CO., INC., §
MERRILL LYNCH, PIERCE, FENNER
& SMITH INCORPORATED, and
J.P. MORGAN SECURITIES LLC, §
Successor In Interest to
BEAR STEARNS & CO., INC., §
§
Defendants. §

Civil Action No. 3:11-cv-03125-L

**ORDER DENYING BANK DEFENDANTS' MOTION TO DISMISS
AMENDED COMPLAINT**

Before the Court are: (1) Motion to Dismiss Plaintiff's Amended Complaint Against Defendants UBS Financial Services Inc., Morgan Stanley & Co. LLC, Merrill Lynch & Co., Inc., Merrill Lynch, Pierce, Fenner & Smith Inc., and J.P. Morgan Securities LLC (Doc. #62) (the "Bank Defendants' Motion to Dismiss"), Memorandum of Law in Support of Bank Defendants' Motion to Dismiss Plaintiff's Amended Complaint (Doc. #64), and Appendix in Support of Motion to Dismiss Plaintiff's Amended Complaint Against Defendants UBS Financial Services Inc., Morgan Stanley & Co. LLC, Merrill Lynch & Co., Inc., Merrill Lynch, Pierce, Fenner & Smith Inc., and J.P. Morgan Securities LLC (Doc. #65 through Doc. #65-5); and (2) Plaintiff's Response to Bank Defendants' Motion to Dismiss Amended Complaint (Doc. #_____) ("Plaintiff's Response"), and Appendix to Plaintiff's Response to Bank Defendants' Motion to

Dismiss Amended Complaint (Doc. #______). Defendant Shay Financial Services, Inc. joined in the Bank Defendants' Motion to Dismiss. (*See* Shay Financial Services, Inc.'s Joinder in and Incorporation by Reference of the Bank Defendants' Motion to Dismiss (Doc. #66). The Court has considered the Bank Defendants' Motion to Dismiss and supporting memorandum of law, the Plaintiff's Response, the reply brief submitted by the Bank Defendants (Doc. #_____) (and any joinder therein filed by Defendant Shay Financial Services, Inc.), the Appendices submitted by Defendants and by Plaintiff, and the Amended Complaint (Doc. #50) filed by Plaintiff on April 9, 2012. After consideration of the foregoing, the Court finds that the Bank Defendants' Motion to Dismiss should be denied.

IT IS THEREFORE HEREBY **ORDERED** that the Bank Defendants' Motion to Dismiss (Doc. #62) is hereby **DENIED** in all respects as to all Defendants.

Signed this _____ day of _____, 2012.

HONORABLE SAM A. LINDSAY
UNITED STATES DISTRICT JUDGE